THE CALIFORNIA HOME FOE THE CARE AND TRAINING OF
FEEBLE-MINDED CHILDREN. Eldridge, Cal.

Feb. ~~10~~ 9. 1901

A meeting was held pursuant to call, at the Manor House this day convening at the hour of 9 O'clock P.M. with the following persons in attendance.-Hon: Robert A. Poppe, Sonoma, Cal.

. Jesse Burris, do
. Henry R. Judah, San Francisco.
. John F. Carrere, Alameda.
. F. B. Hartman, Eldridge.
. J. C. B. Rhodes, do
. Wm. Horst, Jr. do
. W. T. Suttenfield, do
. Oliver Moore. do
. Dr. A. E. Osborne, do

On motion duly seconded and carried, Jno. F. Carrere was called to the Chair and Dr. A. E. Osborne was elected secretary.

Mr. Carrere stated that the meeting had been called for the purpose of organizing an Oil company to do business in the State of California, upon lands hereafter to be obtained from the GERMANIA OIL Co. located in the "Sunset" district of Kern County.

The Secretary in further explanation stated that he had as a Director of the GERMANIA OIL Co. secured an option upon 20 acres of the GERMANIA Co's land upon which to organize a company under the following terms and conditions:- the directorate of the new company to be acceptable to the GERMANIA Co., two of the GERMANIA Co's Directors to be Directors of the new Co.-one fourth of the Capital Stock of the new Co. to be paid to the GERMANIA Co. and a royalty of one-eighth of all oil, etc. produced by the new Co. to be paid to the GERMANIA aforesaid. He also presented and read a letter from the Secretary of the GERMANIA Co. substantially agreeing to the foregoing terms.

Mr. Carrere presented and read the copy of the Incorporation papers of the GERMANIA OIL Co. and explained the workings of the Co.-the plan of establishing sub companies upon their lands and the conditions under which it is proposed that the new companies shall be formed and their work prosecuted.

The matter was fully discussed by the gentlemen present whereupon on motion of Mr. Poppe, seconded by Mr. Judah and carried unanimously, the meeting resolved to accept the terms and conditions above outlined, and to proceed to form a company for the purposes stated, accordingly.

The name of the proposed company being under discussion, Mr. Moore sugges ted the name "HIBERNIA" and Dr. Osborne the name "VICTORIA." A vote being taken the name "VICTORIA" was formally adopted as the title of the proposed company.

Jesse Burris, H. R. Judah and Geo. Patterson, the latter of Pierre, South Dakota, were selected as Incorporators, and the following as Directors to serve for One year or until their successors are duly elected and qualified:- Robert A. Poppe.
Jesse Burris.
Henry R. Judah.

John F. Carrere.
F. B. Hartman.
J. C. B. Rhodes.
Wm. Horst, Jr.
W. T. Suttenfield.
Oliver Moore.
Dr. A. E. Osborne.

On motion duly seconded and carried the Capital Stock of the Company was placed at 300 000 shares of the par value of $1.00 per share and each of the Directors at once subscribed for Five shares paying the Secretary in full therefor, to wit:-

Ten Directors paying for Five shares in full, $5.00 amounting to $50

It was now moved and carried that a committee of two, consisting of Mr. Judah and Mr. Carrere, be appointed and constituted to obtain Stock book, Stock Certificates, draw up Prospectus and attend to all needed printing for immediate use.

The following persons were now selected as the Officers of the Company.-
President:- Robert A. Poppe, Sonoma, Cal.
Vice President,- Mr. George Patterson, Pierre, South Dakota.
Secretary and Treasurer:- Dr. A. E. Osborne, Eldridge, Cal.
Depository:- Sonoma Valley Bank, Sonoma, Cal.

It was further agreed that the sum of 110 000 shares of the Capital Stock of the Company be set aside for the Promoters, to be equally divided among the same, and that each person receiving said blocks or assignment of stock, shall place thereon himself the Stamps required by law, or pay for said stamps at the time of their being affixed thereto.

The Principal place of business was declared to be ~~ELDRIDGE, Cal.~~ Pierre S. D. and it was ordered that a branch office be maintained in the City of San Fran. at the general offices of the GERMANIA Co.-arrangements therefor appearing feasible and to the best interests of the Company.

The Secretary, Dr. Osborne, was appointed a Committee of One, to select the location of the 20 acres to be purchased from the GERMANIA Co.

It was further agreed that the Board of Directors would obligate themselves to erect the Derrick within 30 days from the signing of the papers and to begin actual work of boring within 90 days therefrom.

The following disposition of the Capital Stock of the Company was determined upon:-

Set aside for the promoters,		110.000 shares.
Sold to the promoters this day,		50 do
To be sold at	10c,	14 950
do	15c,	5 000
do	20c,	5 000
do	25c	10 000
		145 000

Balance of the stock to be disposed of as the Co. may hereafter determine.

On motion the meeting now adjourned to meet again at this place at the hour of 8.30 P.M. on Saturday February 23rd. 1901.

ATTEST:-

A. E. Osborne
Secretary.

APPROVED:-

ELDRIDGE, Cal. Feb. 16. 1901.

A Special meeting of the VICTORIA OIL Co. was held at the Office of Dr. Osborne, Secretary, this day convening according to call at the hour of 9 p.m. There were present, Messers. Poppe, (in the Chair), Rhodes, Moore, Hartman, Suttenfield, Horst, and Osborne, Secretary. Absent:-Messrs. Judah, Carrere and Burris.

The President stated that the meeting had been called for the purpose of considering the form of agreement and "Lease" submitted by the GERMANIA OIL Co.-to ascertain if said papers in their present form were acceptable to this Company:-to consider the matter of the issuance of stock at 10c. and to decide upon matters connected with the sale of low priced to stock to employees of the Institution and to particular friends of the Directors.

The Secretary read a draft of agreement and form of "lease" received by him from the Secretary of the GERMANIA Co. and the same was fully and carefully reviewed by the Directors present. After discussion, it was moved and carried that it was the sense of the meeting and of the Directors present, there being a quorum present for the transaction of business, that the agreement and other papers under discussion as presented were not in accordance with the understanding had at the last meeting as covering the plan of organization and proceedure, and not acceptable to the VICTORIA Company.

On motion duly made and seconded the whole matter was referred to the President as a special committee of One to take the matters at issue under advisement and to have new papers drawn up and submitted to the GERMANIA CO. along the lines originally contemplated and in accordance with the understanding of the VICTORIA Co.'s Directors, had at the time the VICTORIA Co. was organized. On request of the President, the Secretary was added to this committee.
The principal portion of the papers objected to were those parts which did make clear that the VICTORIA Co. was to purchase outright the land upon which it is proposed to operate.
It was further declared to be the sense of the meeting that the Machinery of the VICTORIA Co. should not be forfeited to the GERMANIA only in case of the former Co. violating its expressed agreements, and that in case of failure of the aforesaid VICTORIA Co. to obtain Oil from any of its wells, that it, the aforesaid VICTORIA Co. shall be allowed to remove its machinery, etc. from the lands operated upon.

In the matter of the subscription for 10c stock, etc. the Secretary stated that about 10 000 shares had already been engaged and that there was some misunderstanding as to whom this stock should be sold. The matter was discussed fully and then it was resolved that the motion of last meeting assigning certain blocks of stock for sale at 15c and at 20c. be and the same is hereby revoked and rescinded:-the motion prevailing by a unanimous vote.
It was further ordered that there shall be no more stock sold at the price of 1oc per share, except to actual employees of the HOME, and not to them after the block set aside for that price, shall be exhausted.
The price of all other stock was thereupon advanced to the rate of 25c per share, the Secretary being authorized to make public notice of this advancement and to state that a commission of 25% would be allowed on all sales at that price until further notice.
Mr. H. L. JACKSON was on motion, duly authorized to act as the representative of the Co. to sell stock in the towns of Glen Ellen, Kenwood, and Petaluma. The meeting now adjourned.

H. E. Osborne Secty.

ELDRIDGE, CAL:- February 23. 1901.

An adjourned meeting of the VICTORIA OIL CO. was held at the above written place this day convening at the hour of 8.30 P.M. The following Directors were present:- Messrs, Poppe, Burris, Suttenfield, Carrere, Rhodes, Moore, Horst, Judah and Osborne. Absent Director Hartman, represented by Suttenfield.
There were also present the following Directors of the GERMANIA OIL CO.-Messrs Gould and Abbott.
The President, Robert A. Poppe, presided.

The minutes of the Board covering the first meeting held Feb. 9./01 and of the Special meeting held Feb. 16 /01, were read, accepted and approved.

Director Carrere, from and on behalf of the Committee on Printing, reported that he had obtained letter heads, envelopes, rubber stamps receipt and contract blank books, and certificates of stock, all of which had been forwarded to the Secretary.
Estimates had been obtained from several printers for the making of the Prospectus books or folders, but owing to a difference of opinion among the directors as to what maps should be incorporated therein, the whole matter had been let lay over until this meeting in order that the Committee should receive specific instructions regarding the same.

The Secretary reported that as the Committee of One to select the tract of land to be operated upon, the S. 1/2 of the N.W. 1/4 of the N.W. 1/4 of Section 7. Township 11N. Range 23 west S. B. M. had been selected. The report of the Committee was accepted and the Committee discharged, while the report of the Committee on Printing was accepted and the Committee continues to complete its labors, instructions being given to have an outline map of the State of California printed on the cover of the folder, where indicated, and a large map of the Sunset District printed inside of the folder-all as indicated to the Committee.

Director Carrerex presented the Articles of incorparation and certificate of same, received from the Secretary of State of South Dakota, and moved that the Stockholders of the VICTORIA OIL CO. now proceed to hold a meeting for the purpose of Organization. The motion prevailed and Mr. Poppe was called to the Chair and Dr. Osborne was called to act as Secretary.
The Secretary called a roll of the Stockholders and the following answered to their names, representing the number of shares in each instance noted:-

Robert A. Poppe,	5 shares.
Jesse Burris,	5 do
H. R. Judah,	5 do
W. T. Suttenfield,	5 do
Wm. Horst Jr.	5 do
J. C. B. Rhodes,	5 do
Oliver Moore,	5 do

John F. Carrere, 5 shares.
F. B. Hartman, (by W. T. Suttenfield,) 5 shares.
Dr. A. E. Osborne, 5 do

Total 10 Stockholders representing in all 50 shares of the Capital Stock of the Company, and all of the stock of the Company issued.

Mr. Carrere now formally offered the Articles of Incorporation, the Charter, etc. and th e same bearing dates of February 16. 1901 were accepted and passed to the Secretary for file.

On motion it was resolved that the Officers of the Company shall be a President, a Vice President, a Secretary and Treasurer and Elev en Directors.

On motion it was further resolved that the Annual meeting of the Corporation be held at ELDRIDGE, Cal. on the Third Saturday of Feb. in each and every year.

The ordinary form of By-Laws, known as the "Crocker Form" were adopted as the By-Laws of the Corporation.

On motion the following were elected as the forst Board of Directors:-

Robert A. Poppe.
Jesse Burris.
Wm. T. Suttenfield.
Wm. Horst, Jr.
Oliver Moore.
J. C. B. Rhodes.
H. R. Judah.
John F. Carrere.
F. B. Hartman.
. Wardle Ellis
. Dr. A. E. Osborne.

The above being placed in nomination a ballot was taked with the result that all of the above list were unanimously elected.

The meeting of the Stockholders now adjourned.

DIRECTORS MEETING AND ELECTION OF OFFICERS.

Immediately upon adjournment of the Stockholders a meeting of the Board of recently elected Directors was convened with Director Poppe in the Chair and Director Osborne acting as Secretary.

The following Officers of the Board were then elected.
President: Robert A. Poppe. Sonoma, Cal.
Vice President: L. L. Stephens, Pierre, South Dakota.
Secretary and Treasurer: Dr. A. E. Osborne, Eldridge, Cal.
Depository:- The Sonoma Valley Bank, Sonoma, Cal.

President Poppe, reported that in the matter of the form of papers submitted by the GERMANIA OIL Co. as intended to cover the negotiations between that Company and the VICTORIA OIL Co. all as considered at the special meeting held Feb. 16. 1901. he had attended to

the examination of the same, and had drawn up other forms for presentation to the GERMANIA OIL Co. -that it was his opinion that the VICTORIA OIL Co. should ask for a Deed, instead of a Lease, in obtaining land from the former Company.
The Secretary was called upon to read the different forms of Instruments submitted, and after the reading of the same, they were fully and carefully discussed and considered: the legal points involved being explained and expounded by Messers. Poppe on behalf of the VIC TORIA Co. and by F. H. Gould, President of the GERMANIA Co. and Hon. Wm. M. Abbott, Dep'ty Atty. General of the State of Cal. and a Director in the GERMANIA OIL Co.
The discussion became general and was indulgen in by all present.

Several plans were suggested and finally the whole matter was referred back to the President and Secretary, with instructions to act with Messrs Gould and Abbott for and on behalf of the GERMANIA Co. and to report at the next meeting revised and complete forms covering the matter in full. In the mean time all further work of the company to be held in abeyance, pending the final report of the Committee aforesaid.

The Board ratified the action had, as noted ante, at this meeting, regarding the printing of the Prospectus, a draft of same having been submitted by the Printing Committee and meeting with the approval of the Directors.

The meeting now adjourned to meet at this place one week from tonight:-viz-Saturday March 2d. 1901.

Attest:-

A E Osborne
Secretary.

Approved:-

President.

ELDRIDGE, Cal. March 2d. 1901.

An adjourned meeting of the VICTORIAn OIL CO. was held at the above written place this day, convening at the hour of 9 O'clock P.M.
All of the Directors answered to their names at roll call, except Directors Ellis and Burris duly notified.
Mr. Van Jacobs a Director of the GERMANIA OIL Co. was also present by invitation.
Director Poppe was in the Chair and the Secretary proceeded to the reading of the minutes of the meeting of Feb. 23rd. 1901 which same were accepted and approved as read.

Director CARRERE reported that a further consideration of the matter of the form of instrument to be drawn up, between the GERMANIA and the VICTORIA OIL Co's in the closing of negotiations now pending between said companies, disclosed that in order to secure the Royalty demanded by the former company the said instrument should take the form of a lease, and that in order that thes terms shall be as favorable as possible, the said former company are willing that that this lease shall run for 99 years with a further privilege of renewal at the expiration of said period of 99 years.
On motion the Board of the VICTORIA OIL Co. agreed to accept the lease under thses statements.
The Board also agreed that the lease or instrument to be drawn p up shall include the following points:-to wit-

1st.-That the VICTORIA OIL CO. acquiesce in the proposition that it shall loan the GERMANIA OIL CO. a sum of money -not exceeding $2500.00- for development purposes-said loan to be secured by a good and sufficient note given by the GERMANIA OIL CO after authorization by its Board of Directors and signed by its President and Secretary, showing its authorization and maturing on or before One year from the date of its execution.

2rd.:-That the VICTORIA OIL CO. shall not be required to erect its derrick until within 30 days after the said GERMANIA OIL CO. shall have completed its first paying well, (20 barrels per day to be considered a paying well) and shall further not be expected nor required to commence the boring of its own well until within 90 days after the said GERMANIA OIL CO. shall have demonstrated that its well, afore mentioned, is a paying well.

3rd. That the VICTORIA OIL CO. shall agree that it will begin the boring of additional wells in the following order and in the following time:-the first well to be begun as aforesaid-the second well with in Six months after the completion of the same and each succeeding well to be begun within Six months after the completion of the last paying well completed prior thereto-with this proviso-that if the said VICTORIA OIL CO. shall complete two non-paying wells in succession, then the said Company to have the privilege of surrendering the lease and terminating all operations on said territory, the disposal of the materials and holdings etc. of the said VICTORIA OIL CO. to be left to the judgment of arbitrators-one of whom shall be called by the VICTORIA and one by the GERMANIA and should these not agree then a third to be called by these two, and their decision or any two of them to be final in the matter of all matters under dispute between the said companies.

The aforewritten matters being passed to a vote the same were carried with but one dissenting voice.

Carrere
Director reported having purchased a lot of books and stationery for the Secretary, and the latter officer reported having received the same.

The Board directed that an agreement be entered into among the Directors and Promoters of this Company, regarding the holding of the Promoters stock, and Director Carrere was asked to prepare and submit for signature the form adopted by another Company named, for the purpose of protecting the interests of the Company in the matter of sales, etc'

E. C. BANK was authorized to act as the agent of this Company in the East for the sale of its stock, said stock to be sold at not less than 40c. per share and the agent to receive a commission of 25 per cent for his services, on all stock sold.

Same action was taken in the case of Director Rhodes of this Co. who is contemplating a trip East to place stock in that market.

W. T. SUTTENFIELD a director of this Co. was also given same privileges it being understood that the latter party is to operate in Cal. and sell stock to the best advantage open, and no ~~price~~ limit to be given Rhodes in ~~limiting~~ making sales beyond the actual selling price at the time in this state. (ah prices)

The form of By-Laws submitted were signed as approved by the members and duly constituted the By-Laws of the Company.

It was ordered that a sum of not more than $10.00 per month be paid the GERMANIA OIL CO. for the use of its offices as a branch office for this Company.

There appearing no further business the Board adjourned to reconvene at the call of the Chair.

Attest:-

A Goodbarn Jr
Secretary

ELDRIDGE, CAL. April 11. 1901.

A Special meeting of the Board of Directors was held this day at the Offices of the Company, convening at the hour of 9 p.m. There were in attendance, Messrs. Poppe, (in the chair) Hartman Burris, Horst, Moore, Suttenfield and Osborne, Secretary.

The President stated the meeting had been called to take action in the matter of the amendment of the articles of Incorporation and of the By-Laws, it having been discovered that the said Articles of Incorporation were drawn to provide for Five Directors when the intent had been to have Eleven-the full number allowed by Law.

On motion it was ordered that the Secretary be appointed a Committee of One to attend to the preparing of the By-Laws to accord with the intent of the Company and that he also serve notice upon all of the stockholders of the Company calling them to attend a meeting on the 9th. day of May, next, to adopt amendments to the Articles of Incorporation.

The Secretary prepared the following notice and the same was ordered issued:-

See next page. (also)

Eldridge, Cal. April 11, 1901.

TO THE STOCKHOLDERS OF THE VICTORIA OIL CO.; OF PIERRE, S.D.,

You will please take notice that a special meeting has been called, for the purpose of amending the Articles of Incorporation of said Corporation, to be held on Thursday evening, May 9, 1901, at the hour of 8 O'clock, at the office of the Corporation, Eldridge, Cal., for the purpose of voting upon the following proposed amendment to Articles of Incorporation:

Article 5 of said Articles of Incorporation to be amended to read, as follows; (5) "Number of Directors of this Incorporation shall be eleven, and the names and residences of such, who are to serve until the election of their successors, are as follows;

Rob't.A.Poppe Sonoma, Cal.

election of their successors, are as follows;

Rob't.A.Poppe	Sonoma, Cal.
Dr.A.E.Osborne,	Eldridge, Cal.
Henry R.Judah	San Francisco, Cal.
John F.Carrere	Oakland, Cal.
F.B.Hartman	Eldridge, Cal.
J.C.B.Rhodes	Eldridge, Cal.
Wm.Horst Jr.,	Eldridge, Cal.
W.T.Suttenfield	Eldridge, Cal.
Jesse Burris	Sonoma, Cal.
Wardle Ellis	Media, Penn.

Also, Oliver P. Moore. Eldridge Cal.

Respectfully,

A.E. Osborne

Secretary.

The President also stated that the meeting had been convened to attendto the following business:-

Consideration of the reports of the Secretary and Treas. Same presented, read accepted and ordered filed.

Report of Secretary making payments to GERMANIA OIL CO. on account of money to be advanced to said Company for development purposes:- action approved.

Action of Secretary in ordering Deposit book and Checks. Action approved.

Suggestion of Secretary and Treasurer that he be placed under Bonds, etc. Ordered that he provide a Bond from a Surety Co. in the sum of $5 000.00 the Company (VICTORIA) to pay the annual premium upon same.

Disposition of Promotors stock issued:-

Ordered that same be left in hands of Secretary as undelivered until the completion of the 1st. paying well by the VICTORIA co. or until other wise ordered by the unanimous vote of all of the Promoters, an agreement to this effect to be prepared and signed by all of the said promoters.

There appearing no further business to be attended to under the call, the meeting adjourned.

Attest:-

A E Osborne
Secretary.

APPROVED:-

President.

Bildridge, Cal. MAY 9 1901

A meeting of the Victoria Oil Co. was held at the above written place this day according to call, convening at the hour of 8.30 P. M.

There were present

R A Rappe Pres. in the Chair.
Jesse Burris
D B Hartman.
Wm F Sutherfield
Olin Snook.
N R Jordan. } Represented by
Jay C B Rhodes. } Dr. A E Osborne
Wardell Allen. } Voting Proxies'
Jno F Carrere } for same.
Dr. A E Osborne
Wm Hoash.

The President stated the object of the meeting to be the consideration by the Stockholders of the proposed amendment to the Articles of Incorporation by amending Article 5. thereof, to make the number of Directors 11 instead of 5.

The Secretary read the call announced that a majority of the Stock issued was present or duly represented.

Moved & seconded that the proposed amendment be adopted. The motion was unanimously carried & the amendment was declared duly adopted.

The Stockholders meeting was adjourned.

Attest:

A E Osborne

Second Stockholders Meeting.

There appearing no business to come before the Stockholders, the meeting was, by unanimous consent - all of the Stockholders represented & appearing as the former session convening & present - recessed. and the following resolution duly presented, & adopted.

Resolved:

That the By-Laws may be altered or amended at any meeting of the Stockholders, by a vote of 2/3 (Two-thirds) of the stock subscribed, or by a vote of two-thirds (2/3) of the Directors, they being thereunto authorized by a resolution of the Stockholders, adopted by a like vote at any such Stockholders meeting."

The Stockholders meeting now adjourned.

Attest: A E Osborne
Secretary.

Meeting of Board of Directors.

Following the adjournment of the Stock holders of the Petaluma Ice Co., a meeting of the Board of Directors was called.

The Secretary announced that all the Directors were present in person or by representative & reported to the meeting the action of the Stockholders, as recorded on page 12. & page 14 of those records.

An election was then ordered for the purpose of duly & legally reorganizing the Board of Directors for the year limit according to law - viz - namely. Eleven.

Nominations & Election following - the Presidents announcing the new Board to be duly & regularly constituted as follows:

Directors:

ROBERT A. POPPE, President, Sonoma, Cal.
L. L. STEPHENS, Vice Pres. - Pierre, S. D.
DR. A. E. OSBORNE, Secretary and Treasurer Eldridge, Cal. — elected this day.
HENRY R. JUDAH, - San Francisco, Cal.
JOHN F. CARRERE, - - Oakland, Cal. — Elected this day
F. B. HARTMAN, - - Eldridge, Cal.
J. C. B. RHODES, - Eldridge, Cal.
OLIVER MOORE, - - Eldridge, Cal. — Elected this day
WM. HORST, JR. - - - Eldridge, Cal. — Elected this day
WM. T. SUTTENFIELD, - Eldridge, Cal. — Elected this day.
JESSE BURRIS, - - Sonoma, Cal.
WARDLE ELLIS, - - Media, Penn. — Elected this day.

Depository:

THE SONOMA VALLEY BANK, Sonoma, Cal.

The Secty. reported that he had made application to the Pacific Surety Co. for a Bond in the sum of $3000. that he had been informed that the annual premium upon said Bond would be 1% or $30.00

The matter was laid upon the table for further consideration.

The Board then adjourned.

Attest: A E Osborne

Eldridge Cal. JUN 15 1901

A called meeting of the Board of ~~Directors~~ of the Victoria Oil Co was held at the above stated place, this day commencing at the hour of 8:30 P. M.

The following were in attendance.

Directors Burris. Sutherfield, Moore. Rhodes. Hartman Hirsh. & Osborne. Absent Directors Judah Ellis. Carrere, Poppe. Director Hartman called to the chair.

Minutes of meeting held March 2. 1901 and same, read, accepted & ordered adopted.

The Secretary read several reports from the Supt. of the Germania Oil well, showing progress etc. It appearing that the proposition of the Germania Oil Co. to sink a water well adjoining their #1. well is worthy of consideration & promising of success, it was ordered that the President and Secretary of this Company pay advance to the Germania Oil Co. a second loan of $1200.00 for the purpose of developing said water well. the Secretary to obtain from the Germania Oil Co. a proper note covering.

Ordered that Pres. & Secty. be authorized & directed to draw a check for rent due the Germania Oil Co. for use of their offices to date and to pay said rental monthly hereafter so long as the Co. shall use the same.

Resignation of Henry Rodgers as a Director in this Company presented by the Secretary and reluctantly accepted. On motion of Director Burris seconded by Director Sutherfield that A. W. Smith was elected a Director to serve for the unexpired term. vice Judah resigned.

On motion the President & Secty were directed to draw the check of the Co. for the sum of $75.00 in favor of the Secretary of State in payment of the fees required of Foreign Corporations under a recent act of the Legislature and that the President Robt A Poppe be designated as the officer of the Co. upon whom process &c may be served.

On motion of Horst Peaky duly carried a committee of three consisting of Directors Horst, Rhodes and the Secretary of the Board of Directors to prepare & have printed a new Prospectus for distribution

Now appearing no further business the Board adjourned to meet at the Call of the Chair

R Horst

E O Keene Peaky

Eldridge, Cal., Nov. 1. 1901.

A special meeting of the Directors of the Victoria Oil Company, was held at the time and place above-written at 8:30 o'clock, P.M., pursuant to the call of the President.

Present: Directors T. B. Hartman, Jay C. B. Rhodes, Wm Horst, Jr., Jesse Burris, Oliver C. Moore, & Robert S. Poppe, by proxy of Jesse Burris.

In the absence of the President Mr. T. B. Hartman was called to the chair, & J. C. B. Rhodes was elected Secretary.

The President pro. tem. stated the object of the meeting to be to consider the proposition of consolidating the Victoria Oil Co., with the Germania Oil Company.

The following resolution on the subject was presented by Director Horst, and on motion of Director Moore, seconded by Director Burris, it was put to a vote and unanimously carried:

Whereas.

An offer has been made by the Germania Oil Company of Pierre, So. Dak., to the Victoria Oil Company, also of Pierre, So. Dak., whereby the former Company agrees to take up all the stock of the Victoria Oil Company except the promoters' stock, and exchange it for stock in the Germania Oil Company, upon the following basis and in the following proportions:

To exchange one share of Germania stock for one share of Victoria stock where the latter was sold for 50 cents per share;

To exchange two shares of Germania stock for three shares of Victoria stock where the latter was sold for thirty-five cents per share;

To exchange one share of Germania stock for two shares of Victoria stock, where the latter was sold for twenty-five cents per share;

To exchange one share of Germania stock for five shares of Victoria stock, where the latter was sold for ten cents per share;

To exchange the promoters' and subscribers' stock in the Victoria Oil Company for such number of shares in the Germania Oil Company as to the Directors of the Germania Oil Company may appear fair and reasonable; the same to be issued out of the Capital stock remaining after the Exchanges aforesaid, and if insufficient, then out of the promoters' stock of the Germania Oil Company;

In consideration of which exchange of Victoria Oil Stock for Germania Oil Stock, in the proportions and on the basis aforesaid, the property, money, and all other effects of the Victoria Oil Company to be absorbed by the Germania Oil Company; and

Whereas,

such exchange, by reason of the greater value of the property and stock of the Germania Oil Company, is a fair and reason-

able one; therefore be it

Resolved,

That the said offer of the Germania Oil Company, so far as affects the stock of the Directors of the Victoria Oil Company, be and the same is hereby accepted.

Resolved further,

That the Directors of the Victoria Oil Company urge the acceptance of this proposition upon the stock holders.

The resignation of A. E. Osborne as Secretary was presented, but was not accepted.

The Board then adjourned to meet at Sonoma, on Monday, Nov. 3rd, 1901, at 2 P. M., for the purpose of examining the finances of the Company and the report of the Secretary.

BLANK PAGES
SKIPPED

(2)

The resignation of the present secretary was not accepted by the majority present,

Meeting was temporarily adjourned to me. Monday at 2 pm at Sonoma, Cal,

F K Bartleman
Pres.

Gay C B Rhodes
acting Secty.

Resolution by Mr. Wm. Hirsh Jr.

Whereas,

An offer has been made by the Germania Oil Company of Pierre, So.Dak., to the Victoria Oil Company, also of Pierre, So.Dak., whereby the former Company agrees to take up all the stock of the Victoria Oil Company except the promoters' stock, and exchange it for stock in the Germania Oil Company, upon the following basis and in the following proportions :

To exchange one share of Germania stock for one share of Victoria stock where the latter was sold for 50 cents per share;

To exchange two shares of Germania stock for three shares of Victoria stock where the latter was sold for thirty-five cents per share;

To exchange one share of Germania stock for two shares of Victoria stock, where the latter was sold for twenty-five cents per share; and

To exchange one share of Germania stock for five shares of Victoria stock, where the latter was sold for ten cents per share;

To exchange the promoters' and subscribers' stock in the Victoria Oil Company for such number of shares in the Germania Oil Company as to the Directors of the Germania Oil Company may appear fair and reasonable; the same to be issued out of the capital stock remaining after the exchanges aforesaid, and if insufficient, then out of the promoters stock of the Germania Oil Company;

in consideration of which exchange of Victoria oil stock for Germania oil stock, in the proportions and on the basis aforesaid, the property, money and all other effects of the Victoria Oil Company to be absorbed by the Germania oil Company; and

Whereas, such exchange, by reason of the greater value of the property and stock of the Germania Oil Company, is a fair and reasonable one; therefore be it

Resolved, That the said offer of the Germania Oil Company, so far as the same affects the stock of the Directors of the Victoria Oil Company, be and the same is hereby accepted.

Resolved further, That the Directors of the Victoria Oil Company urge the acceptance of this proposition upon the stock holders.

Proxy.

Know all men by these presents:

That I, Robert A. Poppe, do hereby constitute and appoint Jesse Burris my true and lawful attorney, for me, and in my name, place, and stead, to vote as my proxy at the special meeting of the Directors of the Victoria Oil Company, for the transaction of all business, to be held at Eldridge on the first day of November, 1901, and according to the number of votes to which I would be entitled if personally present, with full power of substitution and revocation.

Witness my hand and seal, at Sonoma, Cal., this first day of November, 1901.

Robert A. Poppe